

UNITED STATES DISTRICT COURT
FOR THE NORTHERN DISTRICT OF CALIFORNIA
SAN FRANCISCO DIVISION

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SECURITIES AND EXCHANGE COMMISSION,)
Plaintiff,)
v.) Case No. C 11-00136 WHA
CHARLES SCHWAB INVESTMENT MANAGEMENT,)
CHARLES SCHWAB & CO., INC., and)
SCHWAB INVESTMENTS)
Defendants.)
-----x

**PROPOSED ORDER TO DISBURSE FUNDS TO PAY ESTIMATED
TAX LIABILITY FOR THE SECOND QUARTER OF 2011**

The Court, having reviewed the Securities and Exchange Commission's Motion to Disburse Funds to Pay Estimated Tax Liability for the Second Quarter of 2011, and the supporting Declaration of Jude P. Damasco in Support of Request to Make Tax Payment (the "Declaration"), and for good cause shown,

IT IS HEREBY ORDERED:

1. The Clerk of the Court shall issue a check on CRIS account number 11-cv-00136 under the case name designation "SEC v. *Charles Schwab Investment Management, et al.*," for the amount of \$5,600 payable to "Damasco & Associates, Trust Account", for the payment of the estimated tax liability for the second quarter of 2011, as provided in the Declaration. The check shall contain the notation "SEC v. Charles Schwab Investment Management, et al., case number 11-cv-00136 (WHA), FEIN XX-XXX4010, Tax Liability 2Q 2011."

2. The Clerk shall send the check by overnight mail to:

Damasco & Associates
700 Monte Vista Lane
Half Moon Bay, CA 94019
Phone: 650-726-4100

The Commission's counsel shall provide the Court Registry with the necessary overnight shipping information and the SEC's billing number.

Dated: May 23, 2011.

